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**STEVEN L. ROBBINS, P.A.**

*Attorneys & Counselors at Law*

Business, Real Estate,  
Personal Injury, and  
Construction Litigation

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June 2, 2005

Secretary State of Florida  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

Re: Incorporation of CARINI PIZZERIA INCORPORATED

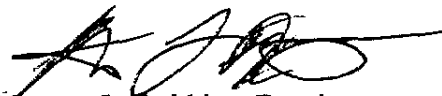
Dear Sir / Madam:

Enclosed are an original and a copy of the Articles of Incorporation of the above referenced corporation. Please file the original, indicate the filing date on the copy, and return the copy to me in the SASE enclosed for this purpose.

Also enclosed is a check payable to the Secretary of State for \$70.00, covering the fees and charges for the incorporation.

I have checked your web site, and it reflects that the said corporate name is available. Thank you for your cooperation.

Sincerely,

  
Steven L. Robbins, Esquire,  
For the Firm

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DIVISION OF CORPORATIONS  
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Enclosures

**ARTICLES OF INCORPORATION  
OF  
CARINI PIZZERIA INCORPORATED**

**ARTICLE I. NAME**

The name of this corporation shall be **CARINI PIZZERIA INCORPORATED**

**ARTICLE II. COMMENCEMENT & DURATION**

The commencement of this corporation's existence shall be at the time of the filing of these Articles of Incorporation by the FLORIDA DEPARTMENT OF STATE. This corporation's duration shall be perpetual.

**ARTICLE III. PURPOSES, POWERS, & RIGHTS**

This corporation is being organized for the purpose of engaging in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

In furtherance of its corporate purposes, this corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by laws of the State of Florida.

**ARTICLE IV. CAPITAL STOCK**

This corporation shall have the authority to issue **10,000,000 shares common capital stock**, each with a par value of \$0.0001. By majority vote of the board of directors, the corporation shall have the right to cancel any issued shares for which the full consideration is not timely received as and when due.

**ARTICLE V. PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

**ARTICLE VI. BOARD OF DIRECTORS**

The number of directors on this corporation's Initial Board Of Directors shall be **one**. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

A. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the Board Of Directors, except as otherwise herein provided or reserved to the holders of common stock.

B. 1. As indicated above, the number of members of the Board Of Directors may be increased from time to time, as provided in these articles or in this corporation's bylaws, but (subject to vacancies) in no event may there be less than one director. Each director shall serve until the next annual meeting of shareholders or until otherwise removed by the board or the shareholders.

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2. If any vacancy occurs in the Board Of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. The name(s) and mailing address(es) of the person(s) who shall serve as director(s) of the corporation until the first annual meeting of the shareholders are as follows:

Marianna Lo Duca  
c/o Steven L. Robbins, P. A.  
P. O. Box 33118, Palm Beach Gardens, FL 33420-3118

C. The Chairman of the Board of Directors shall be treated as an additional Director, shall have all rights of a Director, shall lead the Board, and shall be entitled to a vote on all board matters, just as would any other Director. The Chairman may also be a director, and/or a shareholder, though he/she need not be. In the event of an emergency, as determined by the Chairman, the Chairman shall have the right to take such corporate action as he deems necessary and appropriate to address the emergency in the best interests of the corporation, and no meeting of the board or shareholders shall be necessary as a condition precedent thereto. So long as such action taken by the Chairman during any said emergency is not illegal, fraudulent, or grossly negligent, the corporation shall be bound by said action and the other Directors and all Shareholders shall honor said action.

#### **ARTICLE VII. DIRECTOR & SHAREHOLDER ACTION BY CONSENT**

Any corporate action upon which a vote of directors (or a committee thereof) or shareholders is required or permitted may be taken without a meeting or vote of directors, or shareholders, with the written consent of not less than a majority of directors, or of shareholders having not less than a majority of all of the stock entitled to vote upon the action if a meeting were held; provided, that in no case shall the written consent by holders have less than the minimum percent of the vote required by statute for the proposed corporate action and provided that afterward, on request of any Director or Shareholder, as the case may be, prompt notice be given to all Directors or Shareholders, as the case may be, of the taking of said action without a meeting. The Director(s) or Shareholder(s) in control of the corporation need not ever hold a meeting or give any notice to any other Director(s) or Shareholder(s), as the case may be, before corporate action is taken by the controlling Director(s) or Shareholder(s), as the case may be, though afterward, prompt notice must be given to all Directors or Shareholders, as the case may be, of the taking of said action.

#### **ARTICLE VIII. INDEMNIFICATION**

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the fullest extent permitted by law.

**ARTICLE VIII. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT**

The address of this corporation's principal office, and the address of this corporation's initial registered office (and the name of the individual who shall serve as this corporation's initial registered agent at that address), respectively, are:

**Initial Corporate Office:**  
186 Barbados Drive  
Jupiter, Florida 33458

**Registered Agent & Office:**  
Steven L. Robbins, Esquire  
6334 Foster Street, Suite 100  
Jupiter, Florida 33458

**ARTICLE IX. INCORPORATOR**

The name and address of the individual who shall serve as this corporation's incorporator are: Steven L. Robbins, Esquire, P. O. Drawer 33118, Palm Beach Gardens, Florida 33420.

**ARTICLE X. AMENDMENT**


This corporation reserves the right to amend or repeal any provisions of these Articles of Incorporation, or any amendments hereto, in the manner now or hereafter prescribed by statute. Any rights conferred upon the shareholders are granted subject to this reservation.

  
(Steven L. Robbins, Esquire)


State of FLORIDA  
County of PALM BEACH

On June 2, 2005, Steven L. Robbins, designated above as the individual who shall serve as the corporation's incorporator, who is personally known to me, or who produced a FLORIDA driver's license as identification, personally appeared before me at the time of notarization, acknowledged signing these Articles Of Incorporation, and did/did not take an oath.

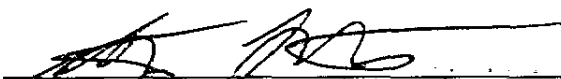
  
Notary Public, STATE OF FLORIDA

  
(Notary Public - Printed Or Typed Name)  
Commission Expiration Date: June 6, 2006  
Commission Number: DD 112845

(SEAL)

 Edith Papp  
Commission # DD112845  
Expires June 6, 2006  
Bonded Thru  
Atlantic Bonding Co., Inc.

I hereby accept my designation as resident agent and agree to serve as the resident agent of **CARINI PIZZERIA INCORPORATED** I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for the Corporation.

  
(Steven L. Robbins, Esquire)

State of FLORIDA  
County of PALM BEACH

On June 2, 2005, Steven L. Robbins, designated above as the individual who shall serve as the corporation's initial registered agent, who is personally known to me, or who produced a FLORIDA driver's license as identification, personally appeared before me at the time of notarization, acknowledged signing these Articles Of Incorporation, and did/did not take an oath.

  
Notary Public, STATE OF FLORIDA



(Notary Public - Printed Or Typed Name)

Commission Expiration Date: June 6, 2006

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(SEAL)



Edith Papp  
Commission # DD112845  
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SECRETARY OF STATE  
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